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Attorneys for Plaintiff One Communications Corp.

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE ONE COMMUNICATIONS CORP.)	MASTER FILE
)	07 Civ. 3905 (LTS)(AJP)
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This Document Relates To: Both Actions)	
)	

**DECLARATION OF NICHOLAS W. LOBENTHAL IN
OPPOSITION TO DEFENDANTS' MOTIONS TO DISMISS**

NICHOLAS W. LOBENTHAL declares as follows:

1. I am a partner of the firm of Teitler & Teitler, attorneys for Plaintiff One Communications Corp. I submit this declaration in opposition to Defendants' motions to dismiss the complaint in the above-captioned action.

2. Attached as Exhibit A is a true and correct copy of the Unanimous Written Consent of the Board of Directors, dated March 18, 2005.

3. Attached as Exhibit B is a true and correct copy of the Voting Agreement, signed March 18-21, 2005.

4. Attached as Exhibit C is a true and correct copy of the Stockholder Representative Agreement, dated as of May 2005.

5. Attached as Exhibit D is a true and correct copy of the Confidentiality,

Non-Competition and Non-Solicitation Agreement.

6. Attached as Exhibit E is a true and correct copy of a Notice Letter from James Prenetta, dated November 17, 2006.

7. Attached as Exhibit F is a true and correct copy of the Complaint filed Stockholder Representative Committee v. One Communications Corp., Index No. 601421-07.

8. Attached as Exhibit G is a true and correct copy of a Stipulation and Order in Stockholder Representative Committee v. One Communications Corp., C.A. No. 07 Civ. 5440, dated November 5, 2007.

9. In its Motion to Dismiss, Defendant JP Morgan has referenced and attached several email chains. Certain portions of those email chains have not been located by One Communications personnel even though former Lightship employees were listed as authors or recipients of those emails.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
December 17, 2007

s/Nicholas W. Lobenthal
NICHOLAS W. LOBENTHAL